**NBC: Corporate Governance report (2014)**

**CORPORATE GOVERNANCE REPORT**

**(Year 2014)**

Company: Vinacomin - Nui Beo Coal JSC

 Address: No. 799 Le Thanh Tong street, Ha Long city, Quang Ninh province

 Tel.: 0333 825 220

 Fax: 0333 625 270

 Email: giaodich@nuibeo.com

 Charter capital:

 Stock code: NBC

**I. BOD Activities (2014)**

Meetings:

* From 01/01/2014 – 20/08/2014

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Vu Anh Tuan | Chair of bOD | 25 | 100 % |  |
| 2 | Mr. La Tuan Quynh | Member of BOD | 25 | 100 % |  |
| 3 | Mr. Le Ngoc Tuan | Member of BOD | 1 | 4 % | sickness |
| 4 | Mr. Mai Quang Thai | Member of BOD | 25 | 100 % |  |
| 5 | Mrs. Do Thi Thanh Huyen | Member of BOD | 25 | 100 % |  |

* From 21/08/2014 -31/12/2014

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Mr. Hoang Minh Hieu | Chair of bOD | 12 | 100 % |  |
| 2 | Mr. Vu Anh Tuan | Member of BOD | 12 | 100 % |  |
| 3 | Mr. La Tuan Quynh | Member of BOD | 12 | 100% |  |
| 4 | Mr. Le Ngoc Tuan | Member of BOD | 0 | 0 % | sickness |
| 5 | Mrs. Do Thi Thanh Huyen | Member of BOD | 12 | 100 % |  |

**II. Board Resolutions**

|  |  |  |
| --- | --- | --- |
| **No.** | **Name of meeting** | **Content** |
| 1 | First meeting on 27/01/2014 | 1. Resolution No. 01/NQ - HDQT dated 27/01/2014 appoint Mr. Nguyen Tiem Dung to be Chief of TDM Department
2. Resolution No. 02/NQ – HDQT dated 27/01/2014 appoint Mr. Do Anh Dan to be chief of Planning Department of the Company
 |
| 2 | 2nd meeting on 26/02/2014 | 1. Resolution No. 03/NQ – HDQT dated 26/02/2014 approve the bonus and welfare fund of 2013.
2. Resolution No. 04/NQ – HDQT dated 26/02/2014 approve the productivity of 2014
3. Resolution No. 05/NQ – HDQT dated 26/02/2014 approve the consumption of material, fuel and electricity of 2014.
4. Resolution No. 06/NQ – HDQT dated 26/02/2014 issue regulation on Supplies Management.
 |
| 3 | 3rd meeting on 27/02/2014 | 1. Resolution No. 07/NQ - HDQT dated 27/02/2014: issue regulation on labor and salary management
2. Resolution No. 08/NQ - HDQT dated 27/02/2014: approve the price unit, salary budget
 |
| 4 | 4th meeting on 08/03/2014 | * Resolution No. 09/NQ - HDQT dated 08/03/2014: reappoint staff
 |
| 5 | 5th meeting on 15/03/2014 | * Resolution No. 10/NQ - HDQT dated 15/03/2014: send Mr. Nguyen Phuc Hung – Deputy Manager of the Company to business trips in Philippines
 |
| 6 | 6th meeting on 20/03/2014 | * Resolution No. 11/NQ - HDQT dated 20/03/2014: approve the record date for the dividend payment of 2013
 |
| 7 | 7th meeting on 24/03/2014 | 1. Resolution No. 12/NQ - HDQT dated 24/03/2014: approve the salary budget of the Company of 2013
2. Resolution No.13/NQ - HDQT dated 24/03/2014: approve plan on recommendation and welfare fund of 2014
 |
| 8 | 8th meeting on 28/03/2014 | * Resolution No. 14/NQ - HDQT dated 28/03/2014: reappoint staff
 |
| 9 | 9th meeting on 02/04/2014 | * Resolution No. 15/NQ – HDQT dated 02/04/2014: approve the plan on investing in construction of 2014
 |
| 10 | 10th meeting on 08/04/2014 | 1. Resolution No. 16/NQ - HDQT dated 08/04/2014: Send staff to travel at Taiwan – China
2. Resolution No. 17/NQ - HDQT dated 08/04/2014: Reappoint staff
 |
| 11 | 11th meeting on 16/04/2014 | * Resolution NO. 18/NQ - HDQT dated 16/04/2014: Send staff to business trips at Malaysia – Singapore
 |
| 12 | 12th meeting on 25/04/2014 | * Resolution No.19/NQ - HDQT dated 25/04/2014: adjust the staff structure term 2013 – 2015
 |
| 13 | 13th meeting on 14/05/2014 | 1. Resolution No. 20/NQ - HDQT dated: Appoint Deputy Manager of the Company
2. Resolution No. 21/NQ - HDQT dated 14/05/2014: Send staff to business trips at Japan
3. Resolution No. 22/NQ - HDQT dated 14/05/2014: appoint Mr. Nguyen Thai Duong to be Deputy Head of Manager office
4. Resolution No. 23/NQ - HDQT dated 14/05/2014: Reappoint staff
 |
| 14 | 14th meeting on 19/05/2014 | * Resolution No. 24/NQ - HDQT dated 19/05/2014: Send General Manager to business trip
 |
| 15 | 15th meeting on 20/05/2014 | * Resolution No. 25/NQ - HDQT dated 20/05/2014: Dismiss Mr. Pham Tien Dam from Manager’s Assistant
 |
| 16 | 16th meeting on 21/05/2014 | 1. Resolution No. 26/NQ - HDQT dated 21/05/2014: approve other issues
2. Resolution No. 27/NQ – HDQT dated 21/05/2014: Send Mr. Pham Tien Dam to business trips at Spain
 |
| 17 | 17th meeting on 08/06/2014 | * Resolution No. 28/NQ – HDQT dated 08/06/2014: Send staff to professional training programe of 2014
 |
| 18 | 18th meeting on 17/06/2014 | * Resolution No. 29/NQ - HDQT dated 17/06/2014: Send staff to travel outside the country
 |
| 19 | 19th meeting on 27/06/2014 | 1. Resolution No. 30/NQ - HDQT dated 27/06/2014: merge KTV Department into Manager Office of the Company
2. Resolution No. 31/NQ - HDQT dated 27/06/2014 bonus for Managers of the Company
3. Resolution No. 32/NQ - HDQT dated 2706/2014 issue regulation on debt management
4. Resolution No. 33/NQ - HDQT dated 27/06/2014 approve other issues
5. Resolution 34/NQ - HDQT dated 27/06/2014: borrow capital to serve the business
 |
| 20 | 20th meeting on 14/07/2014 | * Resolution No. 35/NQ-HDQT dated 14/07/2014: approve the design of constructional drawing – estimates of articles of package No. 16
 |
| 21 | 21st meeting on 29/07/2014 | 1. Resolution No. 36/NQ-HDQT dated 29/07/2014: issue regulation of Competition – Reward in the Company.
2. Resolution No. 37/NQ-HDQT dated 29/07/2014: appoint staff in Nui Beo Coal JSC
3. Resolution No38/NQ-HDQT dated 29/072014: appoint staff of General Economic Department, staff of Project Management Department
 |
| 22 | 22nd meeting on 02/08/2014 | * Resolution No. 39/NQ-HDQT dated 02/08/2014: sending staff to business trip in Malaysia
 |
| 23 | 23rd meeting on 16/08/2014 | * Resolution No. 40/NQ-HDQT dated 16/08/2014: adjusting the plan of choosing entrepreneur of package No. 16
 |
| 24 | 24th meeting on 18/08/2014 | * Resolution No. 41/NQ-HDQT dated 18/08/2014: supervising the business production operating management
 |
| 25 | 25th meeting on 20/08/2014 | * Resolution No. 42/NQ-HDQT dated 20/08/2014: sending staff to business trip in Japan
 |
| 26 | 26th meeting on 21/08/2014 | * Resolution No. 43/NQ-HDQT dated 21/08/2014: changing staffof BOD in mid-term of office.
 |
| 27 | 27th meeting on 25/08/2014 | * Resolution No. 44/NQ-HDQT dated 25/08/2014: sending staff to survey trip in Japan
 |
| 28 | 28th meeting on 29/05/2014 | * Resolution No. 45/NQ-HDQT dated 29/08/2014: Sending staff to participate in seminar in Dubai
 |
| 29 | 29th meeting on 22/09/2014 | 1. Resolution No. 46/NQ-HDQT dated 22/09/2014: supervising, managing operating the Company
2. Resolution No.47/NQ-HDQT dated 22/09/2014: reappointing staff
3. Resolution No.48/NQ-HDQT dated 22/09/2014: issuing regulations of internal management of the Company.
4. Annoucement No. 3349/TB-VNBC dated 22/09/2014: evaluating, commenting staff in the time of holding CEO position
5. Decision No 3351/QD-VNBC dated 22/09/2014: assigning duties in BOD.
6. Decision NO. 3352/QD-VNBC dated 22/09/2014: approving form, organizational plan and estimate cost of competitive examination of structure construction architecture: commercial center, working offices and apartment building of the Company.
 |
| 30 | 30th meeting on 30/09/2014 | 1. Resolution No 49/QD-HDQT dated 30/09/2014: handling pension regime, enjoying social ensurance regime of staff
2. Resolution No. 50/NQ-HDQT dated 1/10/2014: reappoint staff.
3. Decision No. 3258/QD-VNBC dated 1/10/2014: reappoint Mr. Vu Anh Tuan to hold CEO position
 |
| 31 | 31st meeting on 16/10/2014 | 1. Resolution No 51/MQ-HDQT dated 16/10/2014: introducing staff to appoint holding Vice-economic manager position.
2. Decision No. 3805/QD-VNBC dated 20/10/2014: approve estimated norm, unit prices of construction.
 |
| 32 | 32nd meeting on 20/10/2014 | * Decision No. 3810/QD-VNBC dated 20/10/2014: setup the bidding document assessment group of package No 16 from the date of 20/10/2014.
 |
| 33 | 33rd meeting on 28/10/2014 | 1. Decision No. 2889/QD-VNBC dated 29/10/2014: appoint Mrs. Duong Thi Thu Phong to hold Vice-Manager position of the Company.
2. Decision No. 3941/QD/VNBC dated 31/10/2014: approve bidding document package No.16
 |
| 34 | 34th meeting on 11/11/2014 | 1. Resolution No. 52/NQ-HDQT dated 11/11/2014: supervising, managingg operating the Company
2. Announcement No. 4103/TB-VNB dated 14/11/2014: result of evaluation and assessment the expired of term staff for Mr Mai Quang Thai – vice-manager of the Company.
 |
| 35 | 35th meeting on 01/12/2014 | 1. Decision No. 4329/QD-VNBC dated 1/12/2014: reappoint Mr Mai Quang Thai to hold Vice-manager position of the Company.
2. Resolution No 53/NQ-HDQT dated 1/12/2014: appoint and reappoint the Company executive management staff
 |
| 36 | 36th meeting on 19/12/2014 | Resolution No. 54/NQ-HDQT dated 19/12/2014: approve the plan of organizing Annual General Meeting Shareholders 2015; approve regulations of payment a flat rate and management cost, staff management; Adjust, add the norm of fuel consumsion in 2014; Approve the result of structure construction architecture competive examination; Approve the organizational model of departments of the Company in 2015; Approve the undertake construction production organization measure of mining stages at Ha Tu Coal JSC; Approve the policy of transfer the duty of meeting and seeing off employees. |
| 37 | 37th meeting on 29/12/2014 | Resolution No. 55/NQ-HDQT dated 29/12/2014: grant an extension of closing bid the package No. 16 |

**III. Change in connected persons/ institutions (attached list**

**IV. Transactions of PDMRs and connected persons/ institutions**

1. List of PDMRs and connected persons:

No changes

2. Transactions of PDMRs and connected persons/ institutions:

No changes

3. Other transactions

None

**V. Other issues: None**